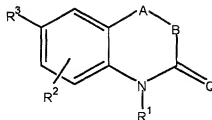


**What is Claimed:**

1. A compound of the formula:



wherein:

A is O, S, or  $\text{NR}^4$ ;

B is  $\text{CR}^5\text{R}^6$ ;

$\text{R}^4$ ,  $\text{R}^5$ , and  $\text{R}^6$  are independently selected from the group consisting of H,  $\text{C}_1$  to  $\text{C}_6$  alkyl, substituted  $\text{C}_1$  to  $\text{C}_6$  alkyl,  $\text{C}_2$  to  $\text{C}_6$  alkenyl, substituted  $\text{C}_2$  to  $\text{C}_6$  alkenyl,  $\text{C}_2$  to  $\text{C}_6$  alkynyl, substituted  $\text{C}_2$  to  $\text{C}_6$  alkynyl,  $\text{C}_3$  to  $\text{C}_8$  cycloalkyl, substituted  $\text{C}_3$  to  $\text{C}_8$  cycloalkyl, aryl, substituted aryl, heterocyclic, and substituted heterocyclic;

or  $\text{R}^4$  and  $\text{R}^5$  are fused to form a 5 to 7 membered ring;

$\text{R}^1$  is selected from the group consisting of H, OH,  $\text{NH}_2$ ,  $\text{C}_1$  to  $\text{C}_6$  alkyl, substituted  $\text{C}_1$  to  $\text{C}_6$  alkyl,  $\text{C}_3$  to  $\text{C}_6$  alkenyl, substituted  $\text{C}_3$  to  $\text{C}_6$  alkenyl, alkynyl, substituted alkynyl, and  $\text{COR}^A$ ;

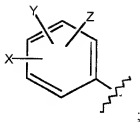
$\text{R}^A$  is selected from the group consisting of H,  $\text{C}_1$  to  $\text{C}_3$  alkyl, substituted  $\text{C}_1$  to  $\text{C}_3$  alkyl, aryl, substituted aryl,  $\text{C}_1$  to  $\text{C}_3$  alkoxy, substituted  $\text{C}_1$  to  $\text{C}_3$  alkoxy,  $\text{C}_1$  to  $\text{C}_3$  aminoalkyl, and substituted  $\text{C}_1$  to  $\text{C}_3$  aminoalkyl;

$\text{R}^2$  is selected from the group consisting of H, halogen, CN,  $\text{NO}_2$ ,  $\text{C}_1$  to  $\text{C}_6$  alkyl, substituted  $\text{C}_1$  to  $\text{C}_6$  alkyl,  $\text{C}_1$  to  $\text{C}_6$  alkoxy, substituted  $\text{C}_1$  to  $\text{C}_6$  alkoxy,  $\text{C}_1$  to  $\text{C}_6$  aminoalkyl, and substituted  $\text{C}_1$  to  $\text{C}_6$  aminoalkyl;

$\text{R}^3$  is selected from the group consisting of a) and b):

- a) a substituted benzene ring having the

substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>B</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is O, S, NR<sup>8</sup>, or CR<sup>9</sup>R<sup>10</sup>;

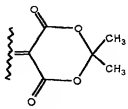
R<sup>8</sup> is selected from the group consisting of CN, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted

C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, and SO<sub>2</sub>CF<sub>3</sub>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

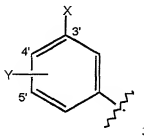
2. The compound according to Claim 1, wherein:

R<sup>1</sup> is H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, or COR<sup>A</sup>;

R<sup>A</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or C<sub>1</sub> to C<sub>3</sub> alkoxy;

R<sup>2</sup> is H, halogen, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>3</sup> is the substituted benzene ring having the substituents X and Y as shown below:



wherein:

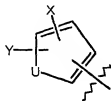
X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkoxy,

C<sub>1</sub> to C<sub>3</sub> alkyl, NO<sub>2</sub>, C<sub>1</sub>to C<sub>3</sub> perfluoroalkyl, 5 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy;

Y is on the 4' or 5' position and is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy.

3. The compound according to Claim 1, wherein:

R<sup>3</sup> is the five membered ring of the structure:



wherein:

U is O, S, or NR<sup>7</sup>;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

X' is selected from the group consisting of halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> alkoxy;

Y' is H or C<sub>1</sub> to C<sub>3</sub> alkyl.

4. The compound according to Claim 1, wherein:

R<sup>3</sup> is the six membered ring of the structure:



wherein:

X<sup>1</sup> is N or CX<sup>2</sup>;

X<sup>2</sup> is halogen, CN or NO<sub>2</sub>.

5. The compound according to Claim 24, which is 6-(3-Nitro-phenyl)-3H-benzooxazol-2-one or a pharmaceutically acceptable salt thereof.

6. The compound according to Claim 24, which is 6-(3-Nitro-phenyl)-3H-benzothiazol-2-one or a pharmaceutically acceptable salt thereof.

7. The compound according to Claim 24, which is 6-(3-Chloro-phenyl)-3H-benzothiazol-2-one or a pharmaceutically acceptable salt thereof.

8. The compound according to Claim 1, which is 7-(3-Nitro-phenyl)-4H-benzo[1,4]thiazin-3-one or a pharmaceutically acceptable salt thereof.

9. The compound according to Claim 1, which is 2-Ethyl-7-(3-nitro-phenyl)-4H-benzo[1,4]thiazin-3-one or a pharmaceutically acceptable salt thereof.

10. The compound according to Claim 1, which is 8-(3-Chloro-phenyl)-1,2,3,3a-tetrahydro-5H-pyrrolo[1,2-a]quinoxalin-4-one or a pharmaceutically acceptable salt thereof.

11. The compound according to Claim 1, which is 6-(3-Chloro-phenyl)-4-methyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

12. The compound according to Claim 1, which is 5-(3, 4-Dihydro-4-methyl-2-oxo-quinoxalin-6-yl) thiophene-3-carbonitrile or a pharmaceutically acceptable salt thereof.

13. The compound according to Claim 1, which is 4-(*n*-Butyl)-6-(3-chloro-phenyl)-3,4-dihydro-1H quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

14. The compound according to Claim 1, which is 6-(3-Cyano-5-fluorophenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

15. The compound according to Claim 1, which is 6-(3-Chloro-4-fluorophenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

16. The compound according to Claim 1, which is 6-(3-Chloro-phenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

17. A pharmaceutical composition comprising a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.

18. The pharmaceutical composition according to Claim 17 wherein Q is O.

19. The pharmaceutical composition according to Claim 17 wherein Q is S, NR', or CR<sup>8</sup>R<sup>9</sup>.

20. A method of inducing contraception in a mammal, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

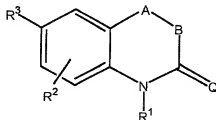
21. A method of treatment or prevention of benign or malignant neoplastic disease in a mammal, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

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22. The method according to Claim 21 wherein the benign or malignant neoplastic disease is selected from the group consisting of uterine myometrial fibroids, endometriosis, benign prostatic hypertrophy; carcinomas and adenocarcinomas of the endometrium, ovary, breast, colon, prostate, pituitary, meningioma and other hormone-dependent tumors.

23. A method of treatment in a mammal of carcinomas or adenocarcinomas of the endometrium, ovary, breast, colon, or prostate, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

24. A compound of the formula:



wherein:

A is O or S;

B is a bond between A and C=Q;

R<sup>1</sup> is selected from the group consisting of H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>6</sub> alkenyl, substituted C<sub>3</sub> to C<sub>6</sub> alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

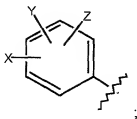
R<sup>A</sup> is selected from the group consisting of H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>2</sup> is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub>

alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>1</sub> to C<sub>6</sub> alkoxy, substituted C<sub>1</sub> to C<sub>6</sub> alkoxy, C<sub>1</sub> to C<sub>6</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>6</sub> aminoalkyl;

R<sup>3</sup> is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy;

b) a five membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

c) a six membered ring having in its backbone 2 or 3 NR<sup>7</sup> heteroatoms and



having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>; and

d) a six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, and SO<sub>2</sub> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

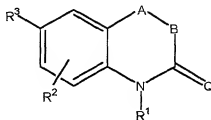
R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is O;

or a pharmaceutically acceptable salt thereof.

25. A compound of the formula:



wherein:

A is S;

B is a bond between A and C=Q;

R<sup>1</sup> is selected from the group consisting of H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>6</sub> alkenyl, substituted C<sub>3</sub> to C<sub>6</sub> alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to

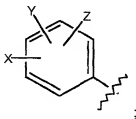
C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>2</sup> is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>1</sub> to C<sub>6</sub> alkoxy, substituted C<sub>1</sub> to C<sub>6</sub> alkoxy, C<sub>1</sub> to C<sub>6</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>6</sub> aminoalkyl;

R<sup>3</sup> is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as

shown below:



X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy;

b) a five membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

c) a five membered ring having in its backbone 2 or 3 O heteroatoms and having one or two independent substituents selected from the group consisting of halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>; and

d) a six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

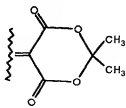
R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is CR<sup>9</sup>R<sup>10</sup>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

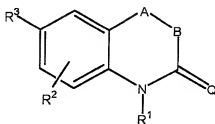
R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

26. A compound of the formula:



wherein:

A is O;

B is a bond between A and C=Q;

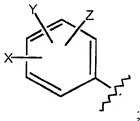
R¹ is selected from the group consisting of H, OH, NH₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₃ to C₆ alkenyl, substituted C₃ to C₆ alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, aryl, substituted aryl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ aminoalkyl, and substituted C₁ to C₃ aminoalkyl;

R² is selected from the group consisting of H, halogen, CN, NO₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₁ to C₆ alkoxy, substituted C₁ to C₆ alkoxy, C₁ to C₆ aminoalkyl, and substituted C₁ to C₆ aminoalkyl;

R³ is selected from the group consisting of a) and b):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ thioalkoxy, substituted C₁ to C₃ thioalkoxy, C₁ to C₃ aminoalkyl, substituted C₁ to C₃

aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>Z</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

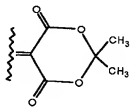
R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is CR<sup>9</sup>R<sup>10</sup>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

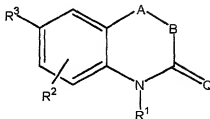
R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

27. A compound of the formula:



wherein:

A is O or S;

B is a bond between A and C=Q;

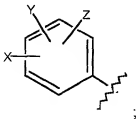
R¹ is selected from the group consisting of H, OH, NH₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₃ to C₆ alkenyl, substituted C₃ to C₆ alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, aryl, substituted aryl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ aminoalkyl, and substituted C₁ to C₃ aminoalkyl;

R² is selected from the group consisting of H, halogen, CN, NO₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₁ to C₆ alkoxy, substituted C₁ to C₆ alkoxy, C₁ to C₆ aminoalkyl, and substituted C₁ to C₆ aminoalkyl;

R³ is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C₁ to C₃ alkyl,

substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is S or NR<sup>8</sup>,

R<sup>8</sup> is selected from the group consisting of CN, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, and SO<sub>2</sub>CF<sub>3</sub>;  
or a pharmaceutically acceptable salt thereof.